



RECEIVED
AUG 20 2007
MANAGEMENT

RECORDATION NO 25196C FILED

August 13, 2007

AUG 20 '07

1:17 PM

Mr. Vernon A. Williams
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) two copies of the Memorandum of Assignment of Lease, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Tealinc, Ltd.
1606 Rosebud Creek Road
Forsyth, MT 59327

Assignor/Current Lessee:
Prolerized New England Company, LLC
3200 NW Yeon
Portland, OR 97210

Assignee/Successor Lessee:
Schnitzer Steel Industries, Inc.
3200 NW Yeon
Portland, OR 97210

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: darell@tealinc.com

A description of the railroad equipment covered by the enclosed document is:

Memorandum of Assignment, Fifty (50) 4000 cube gondolas

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is our check in the amount of \$35.00 payable to the Surface Transportation Board for the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned.

Sincerely,

A handwritten signature in cursive script that reads "Tammy R. Luther".

Tammy R. Luther

/tl
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

1. This instrument relates to:
 - the Master Lease Agreement No. 121203 dated December 8, 2003;
 - Schedule No. AR001 (dated December 8, 2003) to the Master Lease Agreement No. 121203 dated December 8, 2003;
 - Schedule No. AR001-A Revised Term (dated May 2004) to the Master Lease Agreement No. 121203 dated December 8, 2003;
 - Exhibit A Assignment and Assumption Agreement dated December 19, 2003; and,
 - Schedule No. AR002 (dated April 26, 2004) to the Master Lease Agreement No. 121203 dated December 8, 2003

All defined as the "Lease" between Tealinc, Ltd., as Lessor, and Prolerized New England Company, LLC, as Lessee, pursuant to which Lessor has leased to Lessee the railroad equipment identified on the schedule attached hereto by reference to the Surface Transportation Board recordation number (the "Equipment"). Said lease of the Equipment is referred to hereinafter as the "Lease". Evidence of the Lease had been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301, and has been assigned recordation number 25196.

Lessee has requested that Lessor assign and Lessor hereby assigns the Lease to Schnitzer Steel Industries, Inc. provided that Schnitzer Steel Industries, Inc. agrees herein to abide by the terms and conditions of the Lease.

Lessee has assigned to Schnitzer Steel Industries, Inc. all of Lessee's rights and obligations in and to the Lease and Schnitzer Steel Industries, Inc. hereby agrees to abide by the terms and conditions of the Lease.

2. The addresses of the parties are as follows:

Tealinc, Ltd. (Lessor)
1606 Rosebud Creek Road
Forsyth, Montana 59327

Prolerized New England Company, LLC (Assignor / Current Lessee)
3200 NW Yeon
Portland, OR 97210

Schnitzer Steel Industries, Inc. (Assignee / Successor Lessee)
3200 NW Yeon
Portland, OR 97210

3. The terms and provisions of the Lease are more particularly set forth in the lease agreement referenced above.

4. Tealinc, Ltd represents by signature herein that it is not in default under the Head Lease with Greenbrier Leasing Corporation pursuant to the Assignment and Assumption Agreement executed December 19, 2003 and retains all rights and obligations under the Master Lease and its schedules.

5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of
7/17, 2007.

TEALINC, LTD.

By: [Signature]
Name: DARELL J. LUTHER
Title: PRESIDENT

State of Montana, County of Rosebud

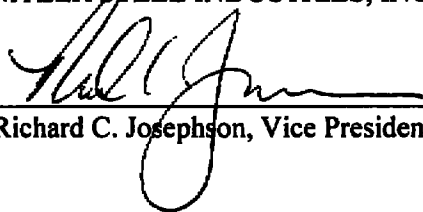
On July 17, 2007, before me personally appeared Darell J. Luther, to me personally known, who being by me duly sworn says that he is president of Tealinc, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tammy R. Luther, Tammy R. Luther, Residing at Forsyth, MT
Notary Public for the State of Montana
My commission expires: 2/2/2010



[Execution continued on next page; remainder of this page intentionally left blank]

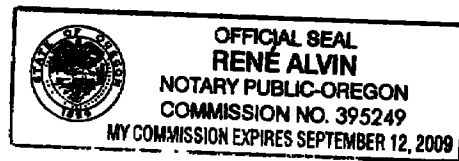
SCHNITZER STEEL INDUSTRIES, INC.

By: 
Richard C. Josephson, Vice President and Secretary

State of Oregon, County of Multnomah

On July 12, 2007, before me personally appeared Richard C. Josephson, to me personally known, who being by me duly sworn says that he is Vice President and Secretary of SCHNITZER STEEL INDUSTRIES, INC. and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
My commission expires: 9-12-09



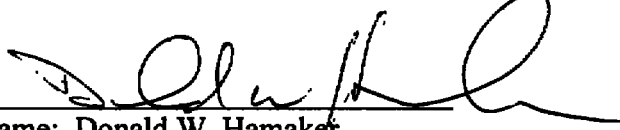
[NOTARIAL SEAL]

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PROLERIZED NEW ENGLAND COMPANY, LLC

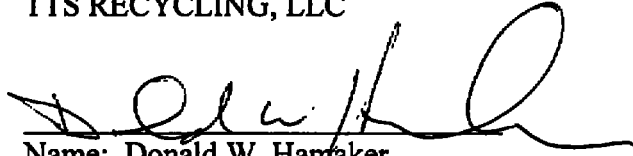
By its members:

PROLERIDE TRANSPORT SYSTEMS, INC.



Name: Donald W. Hamaker
Title: Chairman of the Board

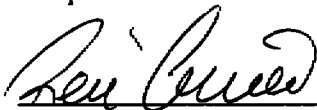
TTS RECYCLING, LLC



Name: Donald W. Hamaker
Title: President & CEO

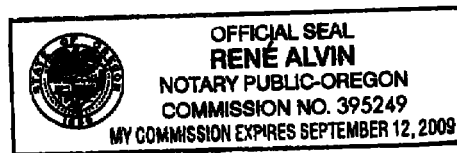
State of Oregon, County of Multnomah

On July 12, 2007, before me personally appeared Donald W. Hamaker, to me personally known, who being by me duly sworn says that he is Chairman of the Board of Proleride Transport Systems, Inc. and President and CEO of TTS Recycling LLC, the members of PROLERIZED NEW ENGLAND COMPANY, LLC and that he executed the foregoing instrument on behalf of said corporation and limited liability companies by authority of its board of directors or as manager, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation and limited liability companies.



Notary Public

My commission expires: 9-12-09



[NOTARIAL SEAL]